

RECORDATION NO. 21049-C FILED

MAR 11 '08 -11 20 AM

SURFACE TRANSPORTATION BOARD

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March 11, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Second Notice of Renumbering, dated as of February 29, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Trust Agreement and the First Notice of Renumbering previously filed with the Board under Recordation Numbers 21049 and 21049-B, respectively.

The name and address of the party to the enclosed document are:

Lessee: Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

[Debtor: CN 1997 Statutory Trust  
c/o U.S. Bank National Association  
225 Franklin Street  
Boston, MA 02110]

[Secured  
Party: Wells Fargo Bank Northwest (successor to  
First Security Bank)  
733 Marquette Avenue  
Minneapolis, MN 55479

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A description of the railroad equipment covered by the enclosed document is:

40 out of 50 locomotives originally marked within the series GCFX 6030 – GCFX 6079 are re-marked WG and renumbered within the series 6900 - 6949. The remaining 10 locomotives bearing GCFX reporting marks and road numbers are not changed as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Second Notice of Renumbering.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

MAR 11 '08 -11 20 AM

**SECOND NOTICE OF RENUMBERING**

dated as of February 29, 2008.

SURFACE TRANSPORTATION BOARD

**WHEREAS**, First Security Bank, N.A. (now known as *Wells Fargo Bank Northwest, N.A.*) as security trustee and **CN 1997 Statutory Trust** (a Connecticut statutory trust with **State Street Bank and Trust Company of Connecticut, National Association** (predecessor to *U.S. Bank National Association*) as owner-trustee) as owner ("Owner") entered into an Equipment Trust Agreement dated as of October 15, 1997, as amended, (the "Equipment Trust") covering fifty (50) SD40-3 diesel-electric locomotives (the "Equipment");

**WHEREAS**, Owner as lessor and **Canadian National Railway Company** as lessee (the "Lessee") entered into a Lease of Railroad Equipment dated as of October 15, 1997, as amended and supplemented, (the "Lease"), covering the Equipment;


**WHEREAS**, evidence of the Equipment Trust and the Lease were initially recorded with: (i) the Surface Transportation Board (the "STB") on December 9, 1997 under primary recordation numbers 21049 and 21048, respectively; and (ii) the Office of the Registrar General of Canada (the "RGC") on December 10, 1997; and

**WHEREAS**, Lessee executed a First Notice of Renumbering dated as of July 14, 2003 which was recorded with: (i) the STB on July 22, 2003 with secondary recordation numbers 21048-C and 21049-B; and (ii) the RGC on July 17, 2003.

**NOW THEREFORE, TAKE NOTICE THAT**, as of the date hereof, the Equipment bears the marks and numbers as set forth on Schedule A attached hereto and made a part hereof.

**IN WITNESS WHEREOF**, this Second Notice of Renumbering has been executed, by an authorized signatory of the Lessee, as of the date hereof (and the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this instrument was the free act and deed of its corporation).

**CANADIAN NATIONAL RAILWAY  
COMPANY** as lessee

By:   
Name: John A.N. Lamont  
Title: Sr. Manager, Asset Finance

**Schedule A to Second Notice of Renumbering**

| <u>Original<br/>Mark and Number</u> |      | <u>Current<br/>Mark and Number</u> |      |
|-------------------------------------|------|------------------------------------|------|
| GCFX                                | 6030 | WC                                 | 6900 |
| GCFX                                | 6031 | WC                                 | 6901 |
| GCFX                                | 6032 | WC                                 | 6902 |
| GCFX                                | 6033 | WC                                 | 6903 |
| GCFX                                | 6034 | WC                                 | 6904 |
| GCFX                                | 6035 | WC                                 | 6905 |
| GCFX                                | 6036 | WC                                 | 6906 |
| GCFX                                | 6037 | WC                                 | 6907 |
| GCFX                                | 6038 | WC                                 | 6908 |
| GCFX                                | 6039 | WC                                 | 6909 |
| GCFX                                | 6040 | WC                                 | 6910 |
| GCFX                                | 6041 | WC                                 | 6911 |
| GCFX                                | 6042 | GCFX                               | 6042 |
| GCFX                                | 6043 | WC                                 | 6913 |
| GCFX                                | 6044 | WC                                 | 6914 |
| GCFX                                | 6045 | WC                                 | 6915 |
| GCFX                                | 6046 | WC                                 | 6916 |
| GCFX                                | 6047 | WC                                 | 6917 |
| GCFX                                | 6048 | WC                                 | 6918 |
| GCFX                                | 6049 | WC                                 | 6919 |
| GCFX                                | 6050 | WC                                 | 6920 |
| GCFX                                | 6051 | GCFX                               | 6051 |
| GCFX                                | 6052 | WC                                 | 6922 |
| GCFX                                | 6053 | WC                                 | 6923 |
| GCFX                                | 6054 | WC                                 | 6924 |
| GCFX                                | 6055 | WC                                 | 6925 |
| GCFX                                | 6056 | WC                                 | 6926 |
| GCFX                                | 6057 | GCFX                               | 6057 |
| GCFX                                | 6058 | WC                                 | 6928 |
| GCFX                                | 6059 | GCFX                               | 6059 |
| GCFX                                | 6060 | WC                                 | 6930 |
| GCFX                                | 6061 | WC                                 | 6931 |
| GCFX                                | 6062 | GCFX                               | 6062 |
| GCFX                                | 6063 | WC                                 | 6933 |
| GCFX                                | 6064 | WC                                 | 6934 |